

Exhibit D
Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**ORDER GRANTING MOTION OF THE BANK OF NEW YORK MELLON F/K/A THE
BANK OF NEW YORK, AS TRUSTEE FOR THE HOLDERS OF THE CERTIFICATES,
FIRST HORIZON MORTGAGE PASS-THROUGH CERTIFICATES SERIES FH06-
FA2, BY FIRST HORIZON HOME LOANS, A DIVISION OF FIRST TENNESSEE
BANK NATIONAL ASSOCIATION, MASTER SERVICER, IN ITS CAPACITY AS
AGENT FOR THE TRUSTEE UNDER THE POOLING AND SERVICING
AGREEMENT FOR RECONSIDERATION OF ORDER GRANTING RESCAP
LIQUIDATING TRUST'S SIXTY-FIFTH OMNIBUS OBJECTION (NO LIABILITY
CLAIMS)**

Upon the Motion (the "Motion") of The Bank of New York Mellon f/k/a The Bank of New York, as Trustee for the Holders of the Certificates, First Horizon Mortgage Pass-Through Certificates Series FH06-FA2, by First Horizon Home Loans, a Division of First Tennessee Bank National Association, Master Servicer, in its Capacity as Agent for the Trustee under the Pooling and Servicing Agreement ("BNY Mellon") for entry of an order pursuant to section 502(j) of title 11 of the United States Code (the "Bankruptcy Code"), Rules 3008 and 9024 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 3008-1 of the Local Bankruptcy Rules for the Bankruptcy Court for the Southern District of New York (the "Local Rules") granting a hearing for reconsideration of this Court's order granting *Rescap Liquidating Trust's Sixty-Fifth Omnibus Objection (No Liability Claims)* [Dkt. No. 7008] (the "Objection") as to Claim Numbers 5312 and 5355 (the "BNY Mellon Claims"); and due and proper notice of the Motion having been given; and the Court having read and considered the

Motion and objections to the Motion, if any; and after due deliberation, and sufficient cause appearing to grant the requested relief; it is

ORDERED that the Motion is granted as provided in this Order; and it is further

ORDERED that responses and objections to the Motion, if any, that have not been withdrawn are overruled; and it is further

ORDERED that reconsideration of the Order as to the BNY Mellon Claims¹ is granted; and it is further

ORDERED that a hearing on the Objection solely as to the BNY Mellon Claims shall be held on _____, 2014 or as soon thereafter as counsel may be heard; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2014
New York, New York

THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Motion.